

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
THE IT GROUP, INC., <i>et al.</i> ,	)	
	)	Case No. 02-10118 (MFW)
Debtors.	)	
	)	Jointly Administered
	)	
	)	
IT LITIGATION TRUST,	)	
	)	
Plaintiff,	)	
v.	)	Civ. A. No. 04-CV-1268 (KAJ)
	)	
DANIEL A. D'ANIELLO, FRANCIS J. HARVEY,	)	
JAMES C. MCGILL, RICHARD W. POGUE,	)	
PHILLIP B. DOLAN, E. MARTIN GIBSON,	)	
ROBERT F. PUGLIESE, CHARLES W.	)	
SCHMIDT, JAMES DAVID WATKINS,	)	
ANTHONY J. DeLUCA, HARRY J. SOOSE,	)	
THE CARLYLE GROUP, THE CARLYLE	)	
GROUP L.L.C., CARLYLE PARTNERS II, L.P.,	)	
CARLYLE SBC PARTNERS II, L.P., CARLYLE	)	
INTERNATIONAL PARTNERS II L.P.,	)	JURY TRIAL DEMANDED
CARLYLE INTERNATIONAL PARTNERS III,	)	
L.P., C/S INTERNATIONAL PARTNERS,	)	
CARLYLE INVESTMENT GROUP, L.P.,	)	
CARLYLE-IT INTERNATIONAL PARTNERS,	)	
LP, CARLYLE-IT INTERNATIONAL	)	
PARTNERS H, L.P., CARLYLE-IT PARTNERS	)	
L.P., and T.C. GROUP, L.L.C.,	)	
	)	
Defendants.	)	

**STIPULATION OF WITHDRAWAL OF PLAINTIFF'S MOTION FOR LEAVE TO  
FILE A SECOND AMENDED COMPLAINT**

WHEREAS, The IT Group, Inc., *et al.*, filed petitions for relief under Chapter 11 of the Bankruptcy Code on January 16, 2002;

WHEREAS, the Official Committee of Unsecured Creditors (the “Committee”) of The IT Group, Inc., *et al.*, on behalf of the Estate of The IT Group, Inc., *et al.*, (“IT Group” or the “Debtors”), commenced Adversary Proceeding No. 04-51336 (MFW) (the “Action”) against the above-captioned defendants (the “Defendants”);

WHEREAS, pursuant to the First Amended Joint Chapter 11 Plan for the IT Group, Inc. and Its Affiliated Debtors, confirmed by Order of the Court, dated April 5, 2004 (the “Plan”), the Action was transferred to the IT Litigation Trust (the “Litigation Trust”), which was substituted as the plaintiff in the Action;

WHEREAS, on September 8, 2004, the United States District Court for the District of Delaware withdrew the reference of the Action to the United States Bankruptcy Court;

WHEREAS, the Defendants filed Motions to Dismiss the Litigation Trust’s First Amended Complaint (“Complaint”) on March 2, 2005;

WHEREAS, on November 15, 2005, the District Court issued an Opinion and Order dismissing certain counts of the Complaint and sustaining certain other counts;

WHEREAS, on November 22, 2005, the parties filed a Stipulation to extend the Defendants’ time to Answer the First Amended Complaint;

WHEREAS, on November 23, 2005, the District Court entered an Order extending time to January 10, 2006 for the Defendants to file Answers to the First Amended Complaint;

WHEREAS, On November 30, 2005, the Defendants filed a Joint Motion for Reconsideration and Defendants’ Petition For Certification Of Issues Of Law To The Supreme Court Of Delaware;

WHEREAS, on January 5, 2006, the parties filed a Stipulation to extend the Defendants’ time to Answer the First Amended Complaint;

WHEREAS, on January 9, 2006, , the District Court entered an Order extending time to February 10, 2006 for the Defendants to file Answers to the First Amended Complaint;

WHEREAS, on January 10, 2006, the Plaintiff filed its Memorandum in Opposition to Defendants' Joint Motion for Reconsideration and Defendants' Petition For Certification Of Issues Of Law To The Supreme Court Of Delaware;

WHEREAS, on January 10, 2006, the Plaintiff also filed its Motion for Leave to File a Second Amended Complaint, to address issues raised in Defendant's Joint Motion for Reconsideration and Defendants' Petition For Certification Of Issues Of Law To The Supreme Court Of Delaware;

WHEREAS, on February 9, 2006 , the District Court issued an Memorandum Order denying Defendants' Joint Motion for Reconsideration and Defendants' Petition For Certification Of Issues Of Law To The Supreme Court Of Delaware;

WHEREAS, on February 9, 2006, the parties filed a Stipulation to extend the Defendants' time to Answer the First Amended Complaint;

WHEREAS, on February 10, 2006, the District Court entered an Order that extended the time for the Defendants to file Answers to the First Amended Complaint until fourteen (14) calendar days following the Court's ruling on the Plaintiff's Motion for Leave to File a Second Amended Complaint;

WHEREAS, in light of the District Court's February 9, 2006 Memorandum Order the Plaintiff desires to withdraw its Motion for Leave to File a Second Amended Complaint;

WHEREAS, the parties agree that Plaintiff may withdraw its Motion for Leave to File a Second Amended Complaint,

WHEREAS, as a result of the Plaintiff's withdrawal of its Motion for Leave to file a Second Amended Complaint, the Defendants' will file their Answers to the First Amended Complaint within fourteen (14) calendar days of the entry of this Stipulation;

NOW, THEREFORE, the parties to the Action, by and through their respective undersigned counsel, hereby stipulate and agree as follows, subject to and effective upon the entry of an Order approving all of the terms of this Stipulation:

1. Plaintiff's Motion for Leave to File a Second Amended Complaint is hereby withdrawn.

2. For those Defendants presently required to answer the First Amended Complaint, those Defendants' Answers shall be due within fourteen (14) calendar days of the District Court's entry of this Stipulation.

Dated: February 22, 2006

By: /s/ Marcos A. Ramos  
Mark D. Collins (No. 2981)  
Marcos A. Ramos (No. 4450)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
P. O. Box 551  
Wilmington, DE 19899  
302.651.7700 (phone)  
302.651.7701 (fax)

*Attorneys for Defendants Daniel A. D'Aniello,  
Francis J. Harvey, James C. McGill, Richard W.  
Pogue, Philip B. Dolan, E. Martin Gibson, Robert  
F. Pugliese, Charles W. Schmidt, James David  
Watkins, The Carlyle Group, The Carlyle Group  
L.L.C., Carlyle Partners II, L.P., Carlyle SBC  
Partners II, L.P., Carlyle International Partners II,  
L.P., Carlyle International Partners III, L.P., C/S  
International Partners, Carlyle Investment Group,  
L.P., Carlyle-IT International Partners, L.P.,  
Carlyle-IT International Partners II, L.P., Carlyle-  
IT Partners, L.P., and T.C. Group, L.L.C.*

Thomas L. Patten  
David A. Becker  
LATHAM & WATKINS LLP  
555 Eleventh Street, N.W., Suite 1000  
Washington, DC 20004  
202.637.2200 (phone)  
202.637.2201 (fax)

Laurie B. Smilan  
LATHAM & WATKINS LLP  
11955 Freedom Drive  
Suite 500  
Reston, VA 20190  
703.456.1000 (phone)  
703.456.1001 (fax)

By: /s/Ronald S. Gellert  
ECKERT SEAMANS CHERIN  
& MELLOTT, LLC  
4 East 8th Street - Suite 200  
Wilmington, DE 19801  
302.425.0430 (phone)  
302.425.0432 (fax)

*Attorneys for Defendant Anthony J. DeLuca*

Mark A. Willard  
Paul D. Steinman  
ECKERT SEAMANS CHERIN  
& MELLOTT, LLC  
600 Grant Street, 44th Floor  
Pittsburgh, PA 15219  
412.566.6000 (phone)  
412.566.6099 (fax)

By: /s/ Jeffrey M. Schlerf

Jeffrey M. Schlerf (No. 3047)

Eric M. Suttty (No. 4007)

THE BAYARD FIRM

222 Delaware Avenue

P. O. Box 25130

Wilmington, Delaware 19899

302.655.5000

302.658.6395(fax)

Richard S. Wayne

Thomas P. Glass

STRAUSS & TROY, LPA

The Federal Reserve Building

150 E. Fourth Street

Cincinnati, Ohio 45202-4018

513.621.2120 (phone)

513.629.9426 (fax)

*Attorneys for the IT Litigation Trust*

IT IS SO ORDERED,

This \_\_\_\_ day of \_\_\_\_\_, 2006

---

UNITED STATES DISTRICT JUDGE